BYLAWS OF THE
ASSOCIATION FOR LOS ANGELES DEPUTY SHERIFFS, INC.

A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION

BYLAWS OF THE

ASSOCIATION FOR LOS ANGELES DEPUTY SHERIFFS, INC.

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ARTICLE I

NAME

SECTION 1.01.

The name of this Corporation shall be the Association for Los Angeles Deputy Sheriffs, ("ALADS"), Inc.

ARTICLE II

OFFICES

SECTION 2.01. PRINCIPAL OFFICE

The principal office for the transaction of the business of the Corporation is located at Los Angeles County, California. The Directors may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

SECTION 2.02. OTHER OFFICES

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE III

OBJECTIVES AND PURPOSES

SECTION 3.01. OBJECTIVES

The objectives of this Corporation shall be:

1. To engage in any lawful act or activity for which a corporation may be organized under such law.

2. To provide representation for the membership in matters related to conditions of their employment including but not necessarily limited to employee grievances, wages, hours, working conditions and programs designed to improve the general welfare of the members.

3. To promote those activities designed to result in the availability of additional academic and/or vocational training for the benefit of the members of the Corporation in furtherance of the membership's goal of enhancing their individual status as police professionals.

4. To provide for the social and recreational needs of the membership and to build and maintain group and individual strength and harmony.

5. To engage in political activity including, but not limited to (i) the endorsement of candidates for local, state and federal offices; (ii) an endorsement supporting any local, state or federal initiative, proposition, and any other ballot measure; (iii) actively opposing any candidate for any office and any other ballot measure; and, (iv) to expend such funds for this purpose as approved by the Corporation.

6. To receive, hold, and disburse gifts, bequests, device, and other funds for these purposes.

7. To own and maintain or to lease suitable real estate and buildings, and any other personal property which is deemed necessary for its purposes. To enter into, make, and perform, and carry out contracts of every kind for any lawful purpose, without limit as to amount.

ARTICLE IV

MEMBERSHIP

SECTION 4.01. CLASSES OF MEMBERSHIP, QUALIFICATIONS AND RIGHTS

1. The Corporation shall have the following classes of membership which is extended to all persons meeting the qualification for the class.

A. Voting Member:

Any person employed by the County of Los Angeles in such capacity hereinabove or hereinafter designated by the Employee Relations Commission of the County of Los Angeles as a member of the "Bargaining Unit" which includes non-supervisory personnel of the Los Angeles County Sheriff's Department and the Los Angeles County District Attorney's Office Bureau of Investigation, is eligible to become a voting member of the Corporation. A Voting Member must be a full member of the Corporation, and shall not include Fair Share Member (as that term is hereinafter defined).

B. Associate Member:

Any regularly employed full-time peace officer of the County of Los Angeles, as such is defined in Section 830.1 of the California Penal Code (as such existed on January 1, 1982), who is not included as a classification included in Paragraph A. herein above of this article; any regularly employed full-time peace officer of the County of Los Angeles, as such is defined in Section 830.5 of the California Penal Code; and, any full-time employee of this Corporation, is eligible to become an associate member of this Corporation.

C. Retired Member:

Persons who have retired from active service because of a service or disability retirement and who were either voting members or associate members prior to retirement.

D. Reserve Deputy Affiliate Member:

Persons who are reserve deputy sheriffs with the County of Los Angeles Sheriff's Department as such is defined in sections 830.6 and 832.6 of the California Penal Code (as such exited on November 1, 2004) are eligible to become Affiliate members of this Corporation.

E. Fair Share Members:

1) If a member of the bargaining unit does not join or is otherwise not a member of the Corporation (hereinafter a "Fair Share Member"), he or she will be assessed his or her fair share of the costs germane to the collective bargaining process. This amount will be determined by the Corporation's Executive Board after an independent auditor has examined the Corporation's detailed budget for the year. The accounting must designate the amount of funds which are to be clearly used for ideological purposes, those which are clearly to be used for cost relating directly to the collective bargaining process, and those which are not clearly in either category. This accounting must also include all funds sent to state or national organizations and affiliates. The Corporation will then inform the employer to deduct from Fair Share Members the pro-rata amount equal to all funds not clearly to be used for ideological purposes or for negotiations or administering the collective bargaining agreement. The Corporation will place in escrow the amount which is not clearly either for ideological purposes or for negotiating or administering the collective bargaining agreement. The amount which is clearly to be used for negotiating and administering the contract may be used immediately by the Corporation. The amount in escrow can only be used after Fair Share Members have had an opportunity

to register their objections by utilizing the appeal process described below.

2) Fair Share Members of the Corporation shall not be entitled to voice or vote in the Corporation, nor to participate in any of the Corporation's activities.

3) All Fair Share Members shall be provided with a copy of the budget along with an explanation of the amount of dues to be deducted from their paychecks. They will also be provided with a copy of the procedures described in this Article whereby they may register their objections to the amount deducted.

4) Except for Fair Share Members whose membership has been suspended or revoked under the Bylaws, Fair Share Members will have thirty (30) days to join the Corporation as Fair Share Members after their date of employment, or sixty (60) days after the effective date of the collective bargaining agreement if they are currently an employee. If they fail to join, the Corporation will instruct the employer to deduct their fair share of dues in accordance with the procedures outlined in this Article.

5) A Fair Share Member will have fifteen (15) days from the date they receive the information described in this Article, to inform the Corporation in writing that they object to the amount being deducted from their wages, and the reasons for these objections. Failure to inform the Corporation in a timely manner will be considered a waiver of the right to so object.

6) Upon receipt of this objection, the Corporation's Executive Board will review the objection and inform the member within thirty (30) days of its decision. If the Board agrees with the Fair Share Member, the dues will be adjusted accordingly. If the

Board rejects the Fair Share Member's objection, then the Fair Share Member has ten (10) days in which to inform the Board that he or she desires to have the dispute settled by arbitration.

7) Upon receipt of a request for arbitration, the Corporation will request, as soon as possible, a list from the American Arbitration Corporation of the names of five (5) arbitrators to be submitted to the Corporation and the Fair Share Member. Within ten (10) days of the receipt of the list, the Corporation representative will meet with the Fair Share Member and each will alternatively strike names until a single arbitrator is left. The Corporation will inform the arbitrator of his or her selection and schedule a hearing as soon as possible. The arbitrator will have thirty (30) days from the date of the hearing to render his or her decision. The decision will be final and binding upon both parties. The cost of the arbitrator will be borne by the Corporation.

8) If the arbitrator sustains in whole or in part the objection by the Fair Share Member, then the Corporation will refund to the Fair Share Member the appropriate amount. If the arbitrator rejects the objection and supports the Corporation, then the remainder of the Fair Share Member's dues deducted and in escrow may be withdrawn and used by the Corporation.

2. Membership Rights:

A. Voting Members:

Voting members have the voting rights specified in Article V, Section 5.11 herein and all rights, interest, and privileges associated with the Corporation.

B. Associate, Retired and Reserve Members:

These membership classes shall have the rights, interest, and privileges of voting members, except that: (i) no voting rights as specified herein when such voting is required for election of Directors/Officers and/or on matters within the scope of representation, including but not limited to, issues of wages, hours and working conditions of voting members; (ii) the right of representation for those matters within the scope of collective bargaining representation; (iii) no deputy sheriff who becomes an associate or retired member after May 13, 1987, shall be entitled to representation for grievances, proceedings before the Los Angeles County Civil Service Commission, representation in civil cases alleging punitive damages, appeals of promotional examinations, Skelly hearings, and Internal Affairs investigations conducted by the Los Angeles County Sheriff's Department or the Los Angeles County District Attorney's Office.

C. Reservation of Right to Refuse Membership to Associate, Retired and Reserve Members:

ALADS reserves the right to refuse membership to any Associate, Retired and/or Reserve deputy sheriff where it is determined, in the discretion of the ALADS Board of Directors, that said membership is not in the best interest of the organization. Such discretion by the Board of Directors shall be exercised in accordance with State and Federal law.

SECTION 4.02. ADMISSION

Applicants shall be eligible upon appointment to a position in one of the membership classes and shall be admitted to membership upon making application therefore and payment thereafter of the monthly dues as herein specified.

Such membership eligibility is extended for a period of one hundred eighty (180) days from date of appointment, or where applicable, completion of the Sheriff's Academy, whichever is later. Applicants for membership after the enrollment period are subject to any other conditions and/or fees as may be directed through resolution of the Board of Directors.

SECTION 4.03. NONDISCRIMINATION

Notwithstanding any other provisions of these Bylaws, membership in the Corporation shall not be denied based on age, race, sex, creed, color, national origin or ancestry, or due to any handicap.

SECTION 4.04. FEE, DUES AND ASSESSMENT

1. Initiation fee for making application shall be as directed by resolution of the Board of Directors.

2. Monthly dues payable (via payroll deduction) to the Corporation for all membership categories shall be established by the Board of Directors as set forth in Corporation Policy 89-1.

3. Memberships are assessable as directed by resolution of the Board of Directors.

4. Any member who terminates membership in this Corporation with dues, fees or assessments owing on date of termination, shall remain liable for such dues, fees and/or assessments.

5. The annual ALADS Dispatcher subscription fee of fifteen dollars ($15.00) is included in the dues amount of all members, and is deducted from the annual dues amount to provide such subscription to all members.

SECTION 4.05. CERTIFICATES OF MEMBERSHIP

The Corporation shall not issue membership certificates; however, membership cards evidencing membership in good standing may be issued at the discretion of the Board of Directors.

SECTION 4.06. NUMBER OF MEMBERS

There is no limit on the number of members the Corporation may admit.

SECTION 4.07. MEMBERSHIP BOOK

The Corporation shall keep a membership book containing the name and work assignment of each member. Termination of the membership of any member shall be recorded in the book, together with the date on which such membership ceased. Such book shall be kept at the Corporation's principal office and shall be available for inspection by any Director or member of the Corporation during regular business hours.

SECTION 4.08. NON-LIABILITY OF MEMBERS

No member of this Corporation shall be personally liable for the debts, liabilities, or obligations of the Corporation.

SECTION 4.09. TRANSFERABILITY OF MEMBERSHIP

Membership in the Corporation is nontransferable and non-assignable.

SECTION 4.10. TERMINATION OF MEMBERSHIP AND REINSTATEMENT

1. The membership of any member of the Corporation shall automatically terminate (i) on his/her written request for such termination delivered to the President or Secretary of the Corporation personally or by Certified United States mail, such membership to terminate when the request is received in the United States mail and any monies due under Section 4.03 herein are paid in full; or (ii) his/her death; or (iii) upon termination of County employment, except for those eligible for "Retired Member" status set forth herein. Notwithstanding the above, voluntary termination request shall not be accepted or processed in any manner that is inconsistent with the provisions of a Memorandum of Understanding between the County of Los Angeles and this Corporation.

2. The membership of any member who fails to pay his dues when they become due and within thirty (30) days thereafter, shall automatically terminate at the end of such thirty day period, provided he/she was given written notice delivered to him personally or by United States mail within ten (10) days before the due date that such dues were due and payable as of said due date. In the event that such written notice is not given as herein required, then such membership shall automatically terminate for nonpayment of dues only if

they are not fully paid within thirty (30) days after such written notice is eventually given and delivered to the member in person or deposited in the United States mail, postage prepaid, and sent to him/her at such address as it appears on the books for the Corporation.

3. All rights of a member in the Corporation or in its property shall cease on termination of membership as herein provided.

4. Upon a voting member being appointed permanently to a supervisory or mid-management level peace officer position within county employment, his/her membership status shall automatically convert to that of an associate member with the resulting rights, interest and privileges of that membership.

5. A. Any member whose membership shall have been terminated by reason of nonpayment of dues or other voluntary means may request reinstatement upon payment of all the dues which have accrued since he/she became delinquent and by paying, in addition thereto, a sum equal to one hundred percent (100%) of the amount delinquent, provided, however, that any member who shall have retired from service and who shall allow their dues to become delinquent shall be eligible for reinstatement within the discretion of the Board of Directors. Any such reinstatement or waiver of such delinquent payment(s) provided herein shall be at the discretion of the Board of Directors. In the event a member shall become incapacitated and unable to perform his/her duties by reason of illness or injury, and during such period of incapacity his/her dues shall become delinquent, such delinquency may not affect his/her status as a member. In the event this occurs and said member has exhausted his/her sick time, compensation time, holiday time and vacation time and any other form of paid leave status, this Corporation may continue membership and all associated benefits.

B. Any member whose membership is terminated for involuntary reasons shall have no automatic right to reinstatement. However, such member may petition the Board of Directors for reinstatement after twelve (12) months from the date of termination. The petition for reinstatement shall set forth in detail the reasons why the terminated member believes that the Board should consider reinstatement. The Board of Directors may discuss the petition for reinstatement and render a decision thereon based upon their sole discretion. The Board shall thereafter notify the petitioning terminated member of the Board's decision.

Consideration of a petition for reinstatement shall not give rise to any rights of grievance or other complaint or appeal procedure provided to members through these Bylaws. The decision of the Board of Directors shall be final and unappealable.

6. The determination by the hearing panel designated pursuant to Section 4.11.4 of these Bylaws to expel or suspend the member shall result in termination of membership.

SECTION 4.11. DISCIPLINE AND DISCIPLINARY PROCEEDINGS

1. The Board of Directors may discipline any individual member of ALADS for any of the reasons set forth in paragraph 2 of this section. The Board of Directors may censure either privately or publicly, and/or impose a fine not to exceed $500.00 and/or suspend from membership for a period of not more than five (5) years, or expel from membership the accused member determined to have violated a provision of these Bylaws.

2. The following shall constitute grounds for the filing of charges:

A. Violation of any provision of the Bylaws of the Association.

B. Misappropriation, embezzlement, or improper or illegal use of Association funds.

C. Any action by an officer of ALADS without proper written authorization from the Board of Directors.

D. Action taken in collusion with or at the direction or request of management to the detriment of the welfare of ALADS' members.

E. Membership in a competing employee organization.

F. Any activity which foreseeably assists or is intended to assist a competing employee organization, to the detriment of the Association or its members.

G. Refusal or deliberate failure to carry out legally authorized decisions of the Board of Directors, or the President of the Association.

H. Commencing or urging another to commence legal action before any forum, against ALADS or any member or officer thereof, without first exhausting all internal remedies within ALADS. Such action shall not constitute a basis for the filing of a charge when taken in order to prevent the loss of any right under an applicable statute of limitations, provided the member has diligently pursued his/her internal remedies.

I. Using the name or assets or goodwill of ALADS in an unauthorized manner, or for an unauthorized purpose.

J. Deliberate interference with any official of ALADS in the discharge of his/her lawful duties.

K. Conviction of a crime, the nature of which is such as to bring the Association into disrepute.

L. Knowingly submitting any false financial report or statement to the membership of the Association.

M. Disrupting membership meetings.

N. Acting in any manner which is intended to or does cause substantial harm to the interest of the Association.

3. A notice of the Board's decision to impose discipline shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be given by prepaid, first class, or registered mail to the most recent address of the member as shown on the Corporation's records, setting forth the discipline and the reasons therefore, and the right to be heard. Such notice shall be given at least fifteen (15) days before the effective date of the discipline. The notice of discipline shall state the date, time and place of the hearing on the discipline.

4. The member of ALADS being disciplined shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the discipline. The hearing will be held by a hearing panel composed of one

(1) Director and two (2) unit representatives selected at random by generating a list by computer of random unit representative names from the standing pool of eligible unit representatives approved annually by the Board of Directors. The hearing panel shall be authorized to decide that the proposed discipline not take place and shall make its decision in good faith and in a fair and reasonable manner. No party to the hearing shall be represented by legal counsel nor shall the hearing be conducted according to technical rules relating to evidence and witnesses. The parties to the hearing may call and cross-examine witnesses and present documentary evidence.

5. The decision of the hearing panel shall be final. The disciplined member of ALADS may appeal this final decision by requesting arbitration pursuant to Section 4.13 of these Bylaws and shall be entitled to no other form of appeal. The arbitrator's decision shall be final and binding.

6. Any person expelled or suspended from the Corporation with dues or assessments owing on the date of expulsion or suspension shall remain liable for such dues or assessments.

SECTION 4.12. INTERNAL GRIEVANCES

1. Upon proper and timely written request, any member may bring a grievance regarding a controversy involving his/her membership rights, other than discipline imposed pursuant to Section 4.11 of these Bylaws, before the Association's Board of Directors. Members who desire to submit a grievance regarding their membership rights other than discipline imposed pursuant to Section 4.11 of these Bylaws shall proceed as follows:

2. Within fifteen (15) calendar days of the date of the action from which the grievance arises, the member shall file with the Secretary of the Association a written request to be heard by the Board of Directors. The request shall state with specificity the action disputed, the nature of the member's grievance, and the settlement desired.

3. A member's grievance, if timely filed, shall be heard by the Board of Directors at its next regularly scheduled meeting; provided however, that where the next regularly scheduled meeting of the Board of Directors is less than ten (10) days from the date the

grievance was filed, the grievance may be heard at the option of the Board, at a meeting to be convened not more than forty (40) days after the grievance is filed.

4. In any case where the member's grievance is not to be heard at the regularly scheduled Board meeting next following the date the grievance is filed, the Secretary of the Association shall notify the member of the date, time and place at which the member's grievance is to be heard, not less than seven (7) calendar days prior to the date of the grievance hearing.

Said notice shall be in writing and shall be sent by prepaid, first class, or by registered or certified mail, to the member's address as shown on the Association's records. However, if the grievant submits an address along with his/her grievance, said notice is to be sent to the address submitted with the grievance.

5. At the meeting scheduled for hearing the member's grievance, or at the regularly scheduled meeting at which the grievance is to be heard, the member may present the material and arguments which he/she believes supports his/her position. The parties may then discuss informally a resolution of the member's grievance. The member may present evidence which he/she believes supports his/her position to the Board at the grievance hearing. However, if a lengthy presentation of evidence is required, the Board may schedule an individual hearing for that purpose. No grievant shall have the right to be represented by legal counsel during the grievance process.

6. The Board of Directors shall, not more than thirty (30) calendar days following the meeting at which the member presented his/her grievance, notify the grievant in writing of its decision and disposition of the grievance.

7. Administrative appeal of the decision of the Board of Directors may be had through arbitration, as specified in Section 4.13 of these Bylaws.

SECTION 4.13. ADMINISTRATIVE APPEAL/ARBITRATION OF CONTROVERSIES

All controversies arising from these Bylaws including, but not limited to, controversies involving membership rights or disciplinary action taken against a member including an

appeal of suspension or expulsion from the Association, any dispute which may give rise to a cause of action in contract or tort or based on any theory or statute, including but not limited to the California Fair Employment and Housing Act, Title VII of the Civil Rights Act of 1964, the Age Discrimination in Employment Act, the Americans with Disabilities Act, or any other act or statute, are to be resolved exclusively by final and binding arbitration. Such controversies shall be submitted to arbitration, upon written request of either party thereto filed with the Secretary of the Association within ten (10) calendar days after the incident giving rise to the controversy. Where the Secretary of the Association is a party to the controversy, said request may be filed with the President of the Association. In the case of an appeal of discipline imposed pursuant to the provisions of Section 4.11 of these Bylaws, the request for arbitration shall be filed with the Secretary of the Association within ten (10) calendar days of receipt of the final decision of the hearing panel. Such arbitration shall, except as otherwise provided in the Constitution and the Bylaws of the Association, comply with Section 1280 through 1294 of the California Code of Civil Procedure. In cases of appeals or challenges of suspension or expulsion from the Association, the exclusive remedy shall be reinstatement, and the parties shall not be entitled to any other remedy at law or in equity, including but not limited to damages, specific performance, and/or injunctive relief. In all other cases, the remedy shall not include general or money damages beyond standard contract damages, exemplary or punitive damages, specific performance, and/or injunctive relief, or any other remedy at law or in equity, except that the resolution of statutory claims shall include the substantive and remedial provisions of the statute.

SECTION 4.14. UNIT REPRESENTATIVE

1. A member, as defined in Section 4.01 Paragraph A., may become a unit representative at the expiration of the first anniversary date of his/her membership, subject to the qualifications set forth in 4.14(2) below. No member may become a unit representative, if the member has been a member of any competing organization within the five (5) years immediately preceding his/her application for unit representative. Unit representatives may not hold a dual membership in any competing organization.

2. Unless otherwise waived by the Board of Directors, the following shall serve as the requirements for the program referenced herein above.

A. Minimum Qualifications

1) ALADS member in good standing for at least one (1) year immediately preceding appointment as a Unit Representative;

2) Attend two (2) Unit Representative meetings within the six (6) months immediately preceding appointment as Unit Representative, and has completed probation as a deputy sheriff or district attorney investigator with the County of Los Angeles;

3) Complete basic Unit Rep Orientation training program; and,

4) Must be employed in Unit 611 represented classification.

B. Selection/Appointment

1) A prospective Unit Representative must obtain signatures endorsing them for the position of Unit Representative on a form supplied by ALADS from 25% of the ALADS members in good standing at the unit of assignment to a maximum of 25 signatures/endorsements; where 25% of the ALADS members in good standing at the prospective Representative's unit is less than 25, the additional endorsements may be obtained from any ALADS members;

2) Must be approved by a majority vote of representatives in attendance at Unit Representative meeting; and

3) Must complete in full and return a prospective Unit Representative application to ALADS.

4) In the event the unit representative transfers from one unit of assignment to another, the unit representative shall be required to obtain new endorsement from unit members at the new assignment, pursuant to Section 4.14, 2.B.1, within sixty (60) days of transfer.

C. Retention Criteria

1) Must attend at least three (3) Unit Representative meetings and/or special Unit Representative events as designated by the ALADS Vice President per year; and

2) Must maintain ALADS voting membership in good standing.

D. De-selection

1) Failure to meet Retention Criteria; and/or

2) Removal by decision of the Board of Directors

ARTICLE V

MEETINGS OF MEMBERS

SECTION 5.01. MEETINGS OF MEMBERS

Meetings of members shall be held at the principal offices of the Corporation or at such other place or places within or without the State of California as may be designated from time-to-time by resolution of the Board of Directors.

SECTION 5.02. ANNUAL MEETINGS

The members shall meet annually as designated by the Board of Directors, transacting such business as may come before the meeting.

SECTION 5.03. SPECIAL MEETINGS

Special meetings of members shall be called by the President and held at such times and places within the County of Los Angeles, State of California, as may be ordered by resolution of the Board of Directors or by members holding not less than twenty-five percent (25%) of the voting power of the Corporation.

SECTION 5.04. NOTICE OF MEETINGS

Written or printed notice of the time and place of every special meeting shall be delivered personally to each member entitled to vote or sent to him/her by United States mail, postage prepaid, electronic means, or by telegram, at least seven (7) days prior to such meeting. If sent by mail or telegram, the notice shall be addressed to the member at his/her address as shown on the books of the Corporation and shall be deemed given at the time it is deposited in the mail or delivered to the telegraph company. The notice shall be given by the Secretary or other person designated by the President or, on the neglect or refusal of the person charged with such duty to do so, by any Director or member of the Corporation who,

for the purpose of giving such notice, shall have made available to him/her at the principal office of the Corporation during regular business hours the membership books.

SECTION 5.05. CONTENTS OF NOTICE

Notice of meetings of members shall specify the place, the day, and the hour of the meeting and, in the case of special meetings, the general nature of the business to be transacted.

SECTION 5.06. CONSENT OF ABSENTEES

The transactions of any meeting of members, however called and noticed, are as valid as though had at a meeting duly held after regular call and notice, if a quorum, as hereinafter defined, is present in person, and if, either before or after the meeting, each of the persons entitled to vote but not present in person signs a written waiver of notice, or a consent to the holding of the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the Corporate records or made a part of the minutes of the meeting.

SECTION 5.07. QUORUM

A quorum shall consist of ten percent (10%) of the voting members present in person.

SECTION 5.08. ADJOURNMENT FOR LACK OF QUORUM

In the absence of a quorum, any meeting of the members may be adjourned from time-to-time by the vote of a majority of the voting members present, but no other business shall be transacted.

SECTION 5.09. NOTICE OF ADJOURNED MEETING

When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. When a meeting is adjourned for less than thirty (30) days, it is not necessary to give any notice of the time and place of the

adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken.

SECTION 5.10. LOSS OF QUORUM

The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

SECTION 5.11. VOTING

1. Each voting member is entitled to one vote on each matter submitted to a vote of the members. Voting at duly held meetings shall be by voice vote, except as otherwise expressly provided in these Bylaws.

2. Notwithstanding the provisions of Paragraph 1 or any other provision of these Bylaws, any vote, including the election of Directors, may be conducted by mail or by electronic ballot in such manner as the Board of Directors may determine.

3. No single vote shall be split into fractional votes.

4. Cumulative voting for the election of Directors or otherwise shall not be authorized. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected.

5. Members entitled to vote shall not be permitted to vote or act by proxy.

SECTION 5.12. CONDUCT OF MEETINGS

1. Meetings of members shall be presided over by the President of the Corporation or, in his/her absence, by the Vice President or, in the absence of both, by a chairman chosen by a majority of the voting members present. The Secretary of the Corporation shall act as Secretary of all meetings of members, provided that in his/her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

2. Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time-to-time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with the law.

SECTION 5.13. WRITTEN CONSENTS

Whenever the law, the Articles of Incorporation of this Corporation, or these Bylaws authorize members to give their written assent or consent to action of the Corporation in lieu of attending and voting at duly held meetings, such written consents may be given by, and shall be accepted from, persons who are voting members, as shown by the books of the Corporation, at the time their consents are given. Any member giving a written consent may revoke the consent prior to the time that written consents of the numbers required to authorize the proposed action have been filed with the Secretary of the Corporation, but may not do so thereafter.

SECTION 5.14. ACTION WITHOUT MEETING

Any action which may be taken at a meeting of members may be taken without a meeting if authorized by a writing signed by all members who would be entitled to vote on such action at a meeting and filed with the Secretary of the Corporation, except as otherwise expressly provided in the Articles of Incorporation of this Corporation or in these Bylaws.

ARTICLE VI

DIRECTORS

SECTION 6.01. NUMBER

The Corporation shall have seven (7) Directors and collectively they shall be known as the Board of Directors. The number may be changed only by amendment of these Bylaws, and not otherwise, but at no time should the number of Directors be reduced to less than three (3).

SECTION 6.02. USE OF TERMS "DIRECTOR" AND "BOARD"

The words "Director" and "Board" as used in the Articles of Incorporation of this Corporation or in these Bylaws in relation to any power or duty requiring collective action, mean "Board of Directors."

SECTION 6.03. POWERS

Subject to the limitations contained in the Articles of Incorporation of this Corporation, the Directors shall exercise the powers of the Corporation, control its property, and conduct its affairs, except as otherwise provided by law.

SECTION 6.04. DUTIES IMPOSED BY LAW, ARTICLES, OR BYLAWS

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws.

2. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation.

3. Supervise all officers, agents and employees of the Corporation to assure that their duties are properly performed.

4. Meet at such times and places as required by these Bylaws.

5. Require that special meetings of members be called whenever and as often as they deem necessary and whenever demanded by the required number of members as in these Bylaws provided.

6. Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or telephoned to them at such addresses shall be valid notices thereof.

SECTION 6.05. QUALIFICATIONS

1. A Voting Member (as that term is defined in Section 4.01.1.A.) of the Corporation in good standing for the twenty-four (24) months immediately preceding ALADS's regularly scheduled election is eligible to run in that election or serve as a Director of the Corporation, except as provided in this section.

2. Any member who is or has been a member of the Board of Directors or an officer of any competing organization is expressly prohibited from serving as a Director of this Corporation.

3. Any Fair Share Member (as that term is defined in Section 4.01.1.E.) of the Corporation is expressly prohibited from serving as a Director of this Corporation.

4. Any member who is currently, or was within the last three (3) years, a member of any competing organization is expressly prohibited from serving as a Director of this Corporation.

5. Any member who has been disciplined by the Board of Directors resulting in suspension or revocation of his or her membership is expressly prohibited from running for election or serving as a Director of this Corporation within five (5) years after being reinstated as a member of this Corporation.

SECTION 6.06. TERMS OF OFFICE

1. Each Director shall hold office for a two (2) year term and/or until his/her successor takes office.

2. Any newly elected or re-elected Director shall take office on the first Board meeting following the announcement of the election results.

SECTION 6.07. ELECTION

1. Directors shall be elected by mail or by electronic ballot in such a manner as may be determined by the Board of Directors, and the candidates receiving the highest number of votes up to the number of Directors to be then elected, as provided in Section 5.11 of these Bylaws, shall be elected. Directors shall be eligible for re-election provided they continue to meet the qualifications required by Section 6.05.

2. Notwithstanding the above, at any election where the number of candidates does not exceed the number of vacancies for Directors to be elected, an election need not be held and the candidates for office shall be deemed elected.

3. Election of Directors shall be staggered so that the terms of office of four (4) Directors expire at the first annual election following the effective date of this amendment and the terms of office of the remaining three (3) Directors expire on the date of the following annual election and alternating in that fashion thereafter.

SECTION 6.08. COMPENSATION

1. Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending Director's meetings and other compensation as provided in Paragraph 2. herein of this article.

2. In the event that this Corporation negotiates a provision with the County of Los Angeles for the release of one or more of its members/Directors/officers, from full-time departmental duty to conduct Corporation business, and in that agreement, agrees to reimburse the County for salaries and benefits of such members/Directors/officers, such compensation, reimbursement shall be paid to those members/Directors/officers, so designated by resolution of the Board of Directors.

SECTION 6.09. PLACE

1. Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board.

2. Regular meetings shall be held not less than once a month, at a time and date designated by resolution of the Board of Directors.

3. Special meetings of the Board of Directors may be called by the President or if he/she is absent or is unable or refuses to act, by the Vice President or by any two (2) Directors, and such meeting shall be held at the place, within the State of California, designated by the person or persons calling the meeting, and in the absence of such designation at the principal office of the Corporation.

4. The Secretary of the Corporation, or other person designated by the President shall deliver written or printed notice of the time and place of meetings of the Board to each Director personally or by United States mail, electronic means, or telegram at least seven (7) days prior to the date of the meeting, except that notice of all regular meetings of Directors is hereby dispensed with.

5. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each of the Directors not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the Corporate records or made a part of the minutes of the meeting.

6. Except as otherwise expressly provided in these Bylaws, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such a meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time-to-time until the time fixed for the next regular meeting of the Board.

7. All meetings of the Directors shall be governed by Robert's Rules of Order, as such rules may be revised from time-to-time, insofar as such rules are not inconsistent or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with the law.

8. Meetings of Directors shall be presided over by the President of the Corporation, or in his/her absence by the Vice President, or in the absence of both, by a chairman chosen by a majority of the Directors present. The Secretary of the Corporation shall act as Secretary of the Board of Directors, the presiding officer may appoint any person to act as Secretary for the meeting.

9. A quorum shall consist of four (4) Directors.

SECTION 6.10. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the law, the Articles of Incorporation of this Corporation, or these Bylaws require a greater number.

SECTION 6.11. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Director. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation of this Corporation and Bylaws of this Corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 6.12. REMOVAL OF DIRECTORS

The entire Board of Directors, or any individual Director, may be removed from office at any time by a majority vote of the voting members.

1. Vacancies in the Board of Directors shall exist:

   A. On the death, resignation, or removal of any Director;

   B. Whenever the number of Directors authorized is increased; and,

   C. On the failure of the members in any election to elect the full number of Directors authorized.

2. The Board of Directors may declare vacant the office of a Director (i) if he/she is declared of unsound mind by a final order of the court, or convicted of a felony; or (ii) if within sixty (60) days after notice of his/her election he/she does not accept the office either in writing or by attending a meeting of the Board of Directors; or (iii) a Director's membership in this Corporation terminates; (iv) a Director becomes an associate member; or (v) if he/she has been found by a final order or judgment of any court to have breached any duty arising as a result of Corporations Code Section 7328; (vi) if he/she fails or ceases to meet the qualifications of a Director set forth in Section 6.05 in effect at the beginning of that Director's current term of office; (vii) by a unanimous vote, minus the Director(s) in question, the Board of Directors may remove a Director for one of the following: a) inability or refusal to carry out the responsibilities of a Director; b) unexcused absence at three (3) or more regularly scheduled meetings of the Board of Directors; c) actions that are cause for expulsion or suspension of membership in the Corporation pursuant to Section 4.10, Paragraph 6. of Article IV of these Bylaws.

3. Vacancies caused by the death, resignation, or disability of a Director or Directors, or by his/her or their removal as provided in these Bylaws, or by an amendment of the Articles of Incorporation of this Corporation or of these Bylaws increasing the number of Directors authorized shall be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director.

4. If the Board of Directors accepts the resignation of a Director intended to take effect at a future time, either the Board or the voting members may elect a successor to take office when the resignation becomes effective.

5. A majority of the voting members of the Corporation may elect a Director at any time to fill any vacancy not filled by the Directors as provided in Paragraphs 3. and 4. of this section. Should the offices of all Directors become vacant and there are consequently no Directors left to fill the vacancies, the vacancies shall be filled by a majority of the voting members of the Corporation at a regular or special meeting called for that purpose at which a quorum is present.

6. A person elected Director to fill a vacancy as in this section provided shall hold office for the unexpired term of his/her predecessor, or until his/her removal or resignation as in these Bylaws provided.

7. A reduction of the authorized number of Directors does not remove any Director prior to the expiration of his/her term of office.

SECTION 6.13. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 6.14. INDEMNITY BY CORPORATION FOR LITIGATION, EXPENSES OF OFFICER, DIRECTOR OR EMPLOYEE

Should any person be sued, either alone or with others, because he/she is or was a Director, officer, or employee of the Corporation, in any proceeding arising out of his alleged misfeasance or nonfeasance in the performance of his/her duties or out of any alleged wrongful act against the Corporation, indemnity for his/her reasonable expenses, including attorney's fees incurred in the defense of the proceeding, may be assessed against the Corporation, its receiver, or its trustee, by the court in the same or a separate proceeding if: (1), the person sued is successful in whole or in part, or the proceeding against him/her is settled with the approval of the court; and (2), the court finds that his/her conduct fairly and

equitably merits such indemnity. The amount of such indemnity shall be so much of the expenses, including attorney's fees, incurred in the defense of the proceeding, as the court determines and finds to be reasonable.

ARTICLE VII

OFFICERS

SECTION 7.01. NUMBERS AND TITLES

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 7.03 of this Article. One person may hold two or more offices, except those of President ant Secretary.

SECTION 7.02. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any member of the Corporation who holds the office of a Director is qualified to be an officer of the Corporation. Officers, other than those appointed pursuant to Section 7.03 or Section 7.05 of this Article, shall be elected annually by the Board of Directors at the first regular meeting of the Board following the annual election of Directors, and each officer shall hold office until he/she resigns or is removed or is otherwise disqualified to serve, or until his/her successor shall be elected and qualified, whichever occurs first.

SECTION 7.03. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time-to-time by the Board of Directors.

SECTION 7.04. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by an unanimous vote of the Board, not including the Director in question, at any regular or special meeting of the Board. An officer shall be removed should he/she cease to be qualified for the office as herein

required. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 7.05. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors for the unexpired portion of the term. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 7.06. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the Corporation and shall in general, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. He/she shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time-to-time by the Board of Directors. He/she shall preside at all meetings of the members and of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, he/she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time-to-time be authorized by the Board of Directors. He/she shall also, ex-officio, be a member of all standing committees of the Corporation.

SECTION 7.07. DUTIES OF THE VICE PRESIDENT

In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by law, by the

Articles of Incorporation of this Corporation, or by these Bylaws or as may be prescribed by the Board of Directors.

SECTION 7.08. DUTIES OF SECRETARY

The Secretary shall:

1. Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

2. Keep at the principal office of the Corporation or other such place as the Board of Directors may order, a book of minutes of all meetings of the Directors and members, recording therein the time and place holding, whether regular or special, and, if special, how authorized, notice thereof given, the names of those present at the meetings of Directors, the number of members present at meetings of members, and the proceedings thereof.

3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

4. Be custodian of the records and seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or by these Bylaws.

5. Keep at the principal office of the Corporation a membership book containing the name and address of each member, and, in any case where membership has been terminated, he/she shall record such fact in the book together with the date in which the membership ceased.

6. Exhibit at all reasonable times to any Director of the Corporation or to his/her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors and of the members of the Corporation.

7. Exhibit at all reasonable times to any voting member, or to his/her agent or attorney, on written demand therefore, for a purpose reasonably related to the interests of such member, the Bylaws and the minutes of the meetings of the Directors or of the members, and

shall exhibit said records at any time when required by the demand of ten percent (10%) or more of the voting members of the Corporation.

8. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him/her from time-to-time by the Board of Directors.

SECTION 7.09. DUTIES OF TREASURER

Subject to the provisions of Article XII of these Bylaws, the Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

2. Receive, and give receipt for, monies due and payable to the Corporation from any source wherever.

3. Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

4. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

5. Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his/her agent or attorney, on request therefore.

6. Exhibit at all reasonable times to any voting member, his/her agent or attorney, on written demand therefore for a purpose reasonably related to the interests of such member, the books of account and financial records of the Corporation, and shall exhibit said records at any time when required by the demand of ten percent (10%) or more of the voting members of the Corporation.

7. Render to the President and Directors, whenever he/she or they request it, an account of any or all of his/her transactions as Treasurer and of the financial condition of the Corporation.

8. Prepare, or cause to be prepared, and certify the financial statements to be included in the annual report to members.

9. If required by the Board of Directors, give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

10. In general, perform all duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him/her from time-to-time by the Board of Directors.

SECTION 7.10. COMPENSATION

The salaries of the officers shall be fixed from time-to-time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he/she is also a Director of the Corporation.

ARTICLE VIII

RELEASE TIME

SECTION 8.01.

As provided in a Memorandum of Understanding between the County of Los Angeles and ALADS, Inc., regarding bargaining unit 611, (or as hereafter identified), the release time positions so negotiated may be for the President and Vice President, who shall be elected in a manner prescribed in these Bylaws. In the event ALADS, Inc., should option for additional release time positions, such positions shall first be filled by any remaining executive officers of the Corporation, followed by Directors selected by the Directors.

ARTICLE IX

LEGAL DEFENSE PLAN

SECTION 9.01.

The Board of Directors shall cause to be established a Legal Defense Plan for members of the Corporation.

The Board shall additionally have the discretion to amend or modify such plan from time-to-time as the need may arise.

ARTICLE X

COMMITTEE

SELECTION 10.01. COMMITTEE OF MEMBERS

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

1. Take any final action on matters which, under the Nonprofit Corporation Law of California, also requires members' approval;

2. Fill vacancies on the Board of Directors or in any committee;

3. Fix compensation of the Directors for serving on the Board or on any committee;

4. Amend or repeal Bylaws or adopt new Bylaws;

5. Amend or repeal any resolution of the Board of Directors which by its expressed terms is not so amendable or repealable;

6. Appoint any other committee of the Board of Directors or the members of these committees;

7. Expend Corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;

8. Approve any transaction (a) to which the Corporation is a party and one or more Directors have a material financial interest; or (b) between the Corporation and one or more of its Directors or between the Corporation or any person in which one or more of its Directors have a material financial interest.

SECTION 10.02. MEETINGS AND ACTION OF COMMITTEE

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article VII of these Bylaws, concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committees. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of any committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

SECTION 10.03. COMMITTEE MEMBERSHIP

Any voting member of the Corporation may be appointed to any committee established pursuant to these Bylaws, except those members that are also members of the Professional Peace Officers Association (or as it may be known in the future), who are expressly prohibited from membership on any committee of this Corporation except by special consideration of the entire Board of Directors.

ARTICLE XI

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 11.01. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances, unless so authorized to bind the Corporation by a contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

SECTION 11.02. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, as provided in Section 11.01, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Corporation shall be signed by the Treasurer or the Assistant Treasurer and countersigned by the President or the Vice President of the Corporation.

SECTION 11.03. DEPOSITS

All funds of the Corporation shall be deposited from time-to-time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 11.04. GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gifts, bequest, or device for the general purpose or for any special purpose of the Corporation.

ARTICLE XII

CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 12.01. MINUTES OF MEETINGS

The Corporation shall keep at its principal office, or at such other place as the Board of Directors may order, a book of minutes of all meetings of Directors and of all meetings of members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at Directors' meetings, the number of members present at members' meetings, and the proceedings thereof.

SECTION 12.02. BOOKS OF ACCOUNT

The Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

SECTION 12.03. RECORDS AVAILABLE TO ASSESSOR

On request of an assessor, the Corporation shall make available at its principal office in California or at a place mutually acceptable to the assessor and to the Corporation, a true copy of business records relevant to the amount, cost, and value of property, subject to local assessment, which it owns, claims, possesses, or controls within the County.

SECTION 12.04. INSPECTION OF RECORDS BY DIRECTORS

The books of account shall at all reasonable times be open to inspection by any Director. Every Director shall have absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Corporation. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts.

SECTION 12.05. INSPECTION OF RECORDS BY MEMBERS

The books of account, and the minutes of meetings of the Directors, members, and Executive Committees shall be open to inspection on the written demand of any voting member at any reasonable time, for a purpose reasonably related to the interests of the member, and shall be exhibited at any time when required by the demand, in writing or made orally at a meeting, of ten percent (10%) or more of the voting members of the Corporation. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts. Demand of inspection other than at members' meetings shall be made in writing to the President or Secretary of the Corporation.

SECTION 12.06. ANNUAL REPORT AND FINANCIAL STATEMENT

The Board of Directors may provide for the preparation and submission to the members a written annual report including a financial statement. Such report shall summarize the Corporation's activities for the proceeding year and activities projected for the forthcoming year; the financial statement shall consist of a balance sheet as of the close of business of the Corporation's fiscal year, contain a summary of receipts and disbursements, be prepared in such a manner and form as is sanctioned by sound accounting practices, and be certified by the President, Secretary, Treasurer, or a public accountant.

SECTION 12.07. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a Corporate seal. Such seal shall be affixed to all Corporate instruments, but failure to affix it shall not affect the validity of any such instrument.

ARTICLE XIII

FISCAL YEAR

SECTION 13.01.

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIV

BYLAWS

SECTION 14.01.

These Bylaws shall become effective immediately on their adoption. Amendments to these Bylaws shall become effective immediately on their adoption unless the Board of Directors or members, in adopting them as hereinafter provided, provide that they are to become effective at a later date.

SECTION 14.02. AMENDMENT

Subject to the limitations contained in the Articles of Incorporation of this Corporation and to any provision of law applicable to the amendment of Bylaws of nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

1. Subject to the power of the members to change or repeal them (as provided in Paragraph 2 herein), by the vote of a majority of Directors present at any special or regular meeting of Directors at which a quorum is present, provided that written notice of such meeting and of the intention to change the Bylaws thereat is delivered to each Director at least seven (7) days prior to the date of such meeting, as provided in Section 6.09, Paragraph 1. of these Bylaws, or by written consent of all Directors without a meeting as provided in Section 6.11 hereof, provided that a Bylaw fixing or changing the number of Directors may not be adopted, amended, or repealed except as provided in Paragraph 2. hereof.

2. By the vote by means of the written assent of a majority of the members entitled to vote, or the vote of a majority of a quorum at a meeting duly called and noticed for the purpose in accordance with Section 5.04 hereof.

SECTION 14.03. CERTIFICATION AND INSPECTION

The original, or a copy, of the Bylaws as amended or otherwise altered to date, certified by the Secretary of the Corporation, shall be recorded and kept in a book which shall be kept in the principal office of the Corporation, and such book shall be open to inspection by the members at all reasonable times during office hours.

ARTICLE XV

VOTING SHARES HELD BY CORPORATION

SECTION 15.01.

The President of this Corporation, or in his/her absence or on his/her refusal or inability to act, such other officer as may be designated by resolution of the Board of Directors, shall have full power and authority on behalf of this Corporation to vote in person or by proxy all shares of any Corporation standing in the name of this Corporation and shall on behalf of the Corporation, at any shareholders' meeting, exercise all rights incident to the ownership of such shares.

ARTICLE XVI

INVESTMENTS

SECTION 16.01.

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or 504 of the Internal Revenue Code and its regulations as they now exist or as they may hereinafter be amended.

ARTICLE XVII

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 17.01.

No member, Director, officer, employee, or other person connected with this Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, that the provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by resolutions of the Board of Directors.

ARTICLE XVIII

CONSTRUCTION

SECTION 18.01.

As used in these Bylaws:

1. The present tense includes the past and the future tenses, and the future tense includes the present.

2. The masculine gender includes the feminine and neuter.

3. The singular number includes the plural, and the plural number includes the singular.

4. The word “shall” is mandatory and the word “may” is permissive.

5. The words “Directors” and “Board” have the meaning stated in Section 6.02 of these Bylaws.